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**Resolution No. 2017-44**

**RESOLUTION AUTHORIZING THE ISSUANCE AND SALE OF GUAM POWER  
AUTHORITY REVENUE REFUNDING BONDS, APPROVING FORMS OF  
RELATED DOCUMENTS, AGREEMENTS AND ACTIONS, AND AUTHORIZING  
THE EXECUTION AND DELIVERY THEREOF**

WHEREAS, the Consolidated Commission on Utilities (the “Commission”), has determined that there exists an opportunity to refund and retire certain indebtedness of the Guam Power Authority (“GPA”) to achieve debt service savings, and has determined that it is in the public interest for GPA to issue bonds pursuant to Chapter 8, Title 12, Guam Code Annotated (§8101 et seq.), as amended (the “Act”) for such purposes; and

WHEREAS, GPA has previously made and entered into an Indenture dated as of December 1, 1992 (the “Senior Indenture”), by and between GPA, the Bank of Guam, as trustee (the “Trustee”) and U.S. Bank National Association, as successor co-trustee (the “Co-Trustee”), which authorized one or more series of Guam Power Authority Revenue Bonds (the “Senior Bonds”); and

WHEREAS, GPA has determined it is necessary and desirable to issue one or more additional series of Guam Power Authority Revenue Bonds to refinance all or a portion of its remaining outstanding Guam Power Authority Revenue Bonds, 2010 Series A (the “Prior Bonds”); and

WHEREAS, there has been presented to this meeting the form of a Seventh Supplemental Indenture, among GPA, the Trustee and the Co-Trustee (the “Seventh Supplemental Indenture”) pursuant to which GPA proposes to issue one or more series of additional Senior Bonds (the “Refunding Bonds”); and

WHEREAS, there has been presented to this meeting the form of a Supplemental Continuing Disclosure Agreement, by and among GPA, the Trustee and the Co-Trustee, in connection with the Refunding Bonds (the “Supplemental Continuing Disclosure Agreement”); and

25 WHEREAS, there has been presented to this meeting the form of a Bond Purchase Agreement  
26 (the "Bond Purchase Agreement"), between GPA and Barclays Capital Inc. and Citigroup Global Markets Inc.,  
27 as underwriters (the "Underwriters"), relating to the sale of the Refunding Bonds; and

28 WHEREAS, there has been presented to this meeting the form of an Escrow Agreement  
29 between GPA and the Co-Trustee (the "Escrow Agreement"), relating to the refunding and retirement of the  
30 Prior Bonds; and

31 WHEREAS, the Seventh Supplemental Indenture, the Supplemental Continuing Disclosure  
32 Agreement and the Escrow Agreement are collectively referred to herein as the "Bond Documents"; and

33 WHEREAS, there has been presented to this meeting the form of a Preliminary Official  
34 Statement; and

35 WHEREAS, the issuance of the Refunding Bonds shall be subject to the approval of *I*  
36 *Liheslaturan Guåhan* (the "Legislature"); and

37 WHEREAS, the approval of Guam Economic Development Authority ("GEDA") is required  
38 for the issuance and sale of the Refunding Bonds; and

39 WHEREAS, the approval of the Public Utilities Commission of Guam ("PUC") is required for  
40 the issuance and sale of the Refunding Bonds;

41 NOW, THEREFORE, BE IT RESOLVED, by the Consolidated Commission on Utilities as  
42 follows:

43 Section 1. The foregoing recitals are true and correct.

44 Section 2. The issuance and sale of the Refunding Bonds for the purpose of refunding the Prior  
45 Bonds, to pay costs of issuance and of such refunding, to pay for credit enhancement, if any, and to fund all or a  
46 portion of a deposit to the debt service reserve fund, if any, is hereby approved. The Refunding Bonds shall be  
47 issued in an aggregate principal amount sufficient to provide funds for the payment of the Prior Bonds and for  
48 the payment of all expenses incident to such issuance and refunding, as set forth in §8229 of the Act.

49 The Senior Bonds are limited obligations of GPA and the principal thereof and interest thereon  
50 may be made payable solely from revenues (as defined in the Act) of GPA available for such purpose and shall  
51 not be a debt or liability of the Government of Guam.

52           The Chair of the Commission, the Vice Chair/Secretary of the Commission or the General  
53   Manager of GPA (the “Designated Officers”) are hereby individually and collectively authorized and directed to  
54   execute and countersign, for and on behalf and in the name of GPA and under its seal, the Refunding Bonds, in  
55   an aggregate principal amount determined as set forth herein and in the Act, in accordance with the Seventh  
56   Supplemental Indenture, and in substantially the form set forth in the Seventh Supplemental Indenture.

57           The Refunding Bonds, when so executed, shall be delivered to the Co-Trustee to be  
58   authenticated by, or caused to be authenticated by, the Co-Trustee. The Co-Trustee is hereby requested and  
59   directed to authenticate, or cause to be authenticated, the Refunding Bonds by executing the certificate of  
60   authentication appearing thereon, and to hold the Refunding Bonds in safekeeping in accordance with the book-  
61   entry procedures applicable to the Refunding Bonds until the issuance thereof from time to time in accordance  
62   with the Seventh Supplemental Indenture.

63           Section 3.       The form of Preliminary Official Statement presented to this meeting is hereby  
64   approved, with such additions, changes and modifications as the Designated Officers may approve upon  
65   consultation with legal counsel, such approval to be conclusively evidenced by the execution of a certificate  
66   deeming final the Preliminary Official Statement for purposes of Rule 15c2-12 of the Securities and Exchange  
67   Commission by the Designated Officers. Each of the Designated Officers is hereby authorized to execute and  
68   deliver such certificate, to authorize the Underwriters to distribute such Preliminary Official Statement to  
69   potential purchasers of the Refunding Bonds and other interested parties, and to execute and cause to be  
70   delivered a final Official Statement to purchasers of the Refunding Bonds and other interested parties, with such  
71   additions, changes and modifications from the Preliminary Official Statement as the Designated Officers may  
72   approve upon consultation with staff and legal counsel, such approval to be conclusively evidenced by the  
73   execution and delivery of the final Official Statement by one or more of the Designated Officers. The  
74   Underwriters are hereby authorized to cause the Official Statement to be delivered to the purchasers of the  
75   Refunding Bonds and to be distributed in preliminary form in connection with the marketing and sale of the  
76   Refunding Bonds.

77           Section 4.       The Bond Purchase Agreement presented to this meeting is hereby approved,  
78   with such additions, changes and modifications as the Designated Officers executing the same may approve  
79   upon consultation with legal counsel, such approval to be conclusively evidenced by the Bond Purchase

80 Agreement executed by the Designated Officers, who are each hereby severally authorized and directed to  
81 execute the same.

82 Section 5. The Bond Documents presented to this meeting are hereby approved, with such  
83 additions, changes and modifications as the Designated Officers may approve upon consultation with legal  
84 counsel, such approval to be conclusively evidenced by the Bond Documents executed by such Designated  
85 Officers, who are each hereby severally authorized and directed to execute the same.

86 Section 6. The Designated Officers are hereby authorized to approve such bond insurance  
87 or other supplemental security arrangements for the Refunding Bonds as are approved by the Designated  
88 Officers, and to approve any other similar agreements deemed by the Designated Officers to be necessary or  
89 appropriate in connection therewith.

90 Section 7. The Designated Officers and other appropriate officials of GPA are hereby  
91 authorized and directed to do any and all things and to execute and deliver any and all documents and  
92 agreements which they may deem necessary or advisable in order to effectuate the purposes of this Resolution,  
93 including, without limitation, closing documents and certificates, including a tax certificate, amendments to any  
94 existing agreements and any documents or agreements necessary to obtain liquidity or credit enhancement for  
95 the Refunding Bonds or the obligations of GPA with respect thereto.

96 Section 8. Any documents authorized hereby to be executed by the Designated Officers  
97 may bear the seal of GPA and be attested by an appropriate official of GPA.

98 Section 9. The Refunding Bonds shall not be issued without, and shall be in all respects  
99 subject to the terms and conditions of, the approval of the Legislature, of the PUC, and of GEDA, in accordance  
100 with the Act.

101 Section 10. All actions heretofore taken by the officers, representatives or agents of GPA in  
102 connection with the issuance and sale of the Refunding Bonds are hereby ratified, confirmed and approved.

103                 Section 11.     This Resolution shall take effect from and after its adoption.  
104  
105         RESOLVED, that the Chairman certifies and the Secretary attests to the adoption of this  
106         Resolution.  
107  
108                 DULY AND REGULARLY ADOPTED AND APPROVED this 22<sup>nd</sup> day of November 2017.

109  
110                 Certified by:  
111                 *J.T. Duenas*  
112                 **JOSEPH T. DUENAS**  
113                 Chairperson

110                 Attested by:  
111                 *J. George Bamba*  
112                 **J. GEORGE BAMBA**  
113                 Secretary

114  
115         This Resolution is hereby APPROVED for purposes of Article 2 of Chapter 8 of Title 12 of the Guam Code  
116         Annotated.  
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118         \_\_\_\_\_  
119         EDWARD J.B. CALVO  
120         Governor of Guam

121  
122  
123                                 SECRETARY'S CERTIFICATE

124                 I, J. GEORGE BAMBA, Secretary for the Consolidated Commission on Utilities do hereby  
125         certify as follows:

126                 The foregoing is a full, true and accurate copy of a resolution duly adopted at a meeting of the  
127         members of the Consolidated Commission on Utilities duly and legally held at a place properly noticed and  
128         advertised, at which meeting a quorum was present, and the members who were present voted as follows:

- 129                 AYES:             5  
130                 NAYS:             0  
131                 ABSTENTIONS:    0

132                 Said original resolution has not been amended, modified or rescinded since the date of its  
133         adoption, and the same is now in full force and effect.

134                 SO CERTIFIED this 22<sup>nd</sup> day of November 2017.

135                                 *J. George Bamba*  
136                                 **J. GEORGE BAMBA**  
137                                 Secretary, Consolidated Commission on Utilities

